



BLC CORPORATION

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403-2573

EXECUTIVE OFFICES

January 19, 1990

AREA CODE 415
573-1200

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W., Room 2303
Washington, D.C. 20423

RECORDATION NO. 7909-E FILED 1425
JAN 22 1990 -9 15 AM
INTERSTATE COMMERCE COMMISSION
0--022A002

Re: Release of security interest by PLM Equipment Growth Fund II.

Dear Ms. Lee:

Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed the below listed document to be filed to transfer the ownership of 26 used Bethlehem Steel Corporation, 100 Ton, Three-Pocket Open Hopper Cars from PLM Equipment Growth Fund II to BLC Corporation.

- One fully executed original and two certified copies of a Bill of Sale, dated as of January 12, 1990, executed by PLM Equipment Growth Fund II. Please file this Bill of Sale as the next extension letter under Recordation No. 7909.

In connection with the recording of the Bill of Sale, please note the following information:

1. Name and address of Seller: PLM Equipment Growth Fund II, 332 South Michigan Avenue, Suite 1904, Chicago, Illinois 60604.
2. Name and address of Purchaser: BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403.

Enclosed is our check in the amount of \$15.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them in the enclosed self-addressed, stamped envelope.

If you require further information or documentation to complete this filing, please feel free to contact the undersigned at (415) 571-8253.

Very truly yours,

Lizbeth V. West
Lizbeth V. West
Paralegal

lvw/2

Enclosure

cc: Doug Goodrich

PLM Financial Services, Inc.
William D. Sewall, Esq.
Curt A. Schultz, Esq.
Robert Spratt

CERTIFICATE

RECORDATION NO. 7909-F FILED 1425
JAN 22 1990 -9 15 AM
INTERSTATE COMMERCE COMMISSION

I, Curt A. Schultz, Assistant Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of a Bill of Sale transferring the ownership of twenty-six (26) used Bethlehem Steel Corporation 100 Ton, Three Pocket Open Hopper Cars from PLM Equipment Growth Fund II to BLC Corporation.

By Curt A. Schultz
Curt A. Schultz, Assistant Secretary

Date 1/16/90

Subscribed and sworn to before
me this 16th day of January, 1990.

Lizbeth V. West
Notary Public

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BILL OF SALE

FOR VALUE RECEIVED, PLM Equipment Growth Fund II ("Seller"), a California limited partnership, does hereby sell, assign, transfer and convey to BLC Corporation ("Buyer"), a Utah corporation, all right, title and interest in and to the railroad equipment more specifically described on the schedule attached hereto and made a part hereof (the "Railcars"). The Railcars are sold "AS IS" and "WHERE IS" without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. Seller warrants only that upon payment of the purchase price and receipt of this Bill of Sale, Buyer shall receive good and marketable title to the Railcars free and clear of all claims, liens and encumbrances except those created by, through or under Ohio Power Company and except for current taxes which may be due and payable but not yet delinquent.

PLM Equipment Growth Fund II, a
California limited partnership

By: PLM Financial Services, Inc.

Its: General Partner

By: 

Its: President

Date: January 12, 1990

DG-001A

SCHEDULE
TO BILL OF SALE
DATED JANUARY 12, 1990

MANUFACTURER:

Bethlehem

DESCRIPTION OF EQUIPMENT:

26 100-ton, rotary coupler, 4,000 cubic foot
three-pocket open-top hopper cars, bearing
the following running marks:

AEPX 855-856, 859-862, 864, 866, 872, 874,
877, 879, 885-886, 890-895, 901, 905-906,
978, 1004 and 1007

DG-002